

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W.R. Grace & Co., et al. ¹ ,)	Case No. 01-01139 (KJC)
)	(Jointly Administered)
Reorganized Debtors.)	
)	Objection Deadline: May 13, 2015 at 4:00 p.m.
)	Hearing Date: June 9, 2015 at 10:00 a.m.
)	(only if objections are filed)

**MOTION OF ZAI (CLASS 7B) TRUSTEE
EDWARD B. COTTINGHAM, JR. FOR APPROVAL OF
STIPULATION EXTENDING TIME TO FILE CLASS 7B ANNUAL REPORT**

ZAI (Class 7B) Trustee Edward B. Cottingham, Jr. ("Mr. Cottingham"), by and through his undersigned counsel, hereby files this *Motion for Approval of Stipulation Extending Time to File Class 7B Annual Report*, and in support hereof, state as follows:

1. Under the Reorganized Debtors confirmed Plan of Reorganization, the WRG Asbestos PD Trust was established to address property damage claims asserted against W.R. Grace and its affiliated debtors. The activities of the WRG Asbestos PD Trust are governed by the WRG Asbestos Property Damage Settlement Trust Agreement (the "PD Trust Agreement"), which was entered into and became effective on February 3, 2014. Section 4.1 of the PD Trust Agreement appoints a Class 7B Trustee to administer the Class 7B Claims (ZAI claims). Mr. Cottingham currently serves as the Class 7B Trustee.

2. Pursuant to Section 2.2(c) of the PD Trust Agreement, the Class 7B Trustee is obligated each year to file an annual report (the "Class 7B Annual Report") with the Bankruptcy Court and provide a copy to W.R. Grace and the Property Damage Future Claims Representative (the "PD FCR").

¹ The Reorganized Debtors comprise of W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc., or "Grace") and W. R. Grace & Co.-Conn. ("Grace-Conn.").

3. For the fiscal year ending December 31, 2014, the deadline to file the Class 7B Annual Report is April 30, 2015.

4. The Class 7B Trustee has retained a tax specialist to review an unresolved tax question relating to the gains and losses incurred by the Class 7B Trust, which review must be completed before the Class 7B Annual Report is filed.

5. As set forth in the stipulation attached to the proposed order, the Class 7B Trustee has requested, and W.R. Grace and the PD FCR have consented, to a thirty day extension of the deadline to file the Class 7B Annual Report, until May 31, 2015.

WHEREFORE, Mr. Cottingham respectfully requests that this Court enter the attached order approving the Stipulation Extending Time to File Class 7B Annual Report (the "Stipulation").

Date: April 29, 2015
Wilmington, DE

SULLIVAN • HAZELTINE • ALLINSON LLC

/s/ William D. Sullivan

William D. Sullivan (No. 2820)
901 North Market Street, Suite 1300
Wilmington, DE 19801
Tel: (302) 428-8191
Fax: (302) 428-8195

*Counsel to Edward B. Cottingham, Jr.,
ZAI (Class 7B) Trustee*

**IN THE UNITED STATES BANKRUPTCY COURT
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)	(Jointly Administered)
Reorganized Debtors.)	
)	Related Docket No. _____

**ORDER APPROVING THE MOTION FOR APPROVAL OF
STIPULATION EXTENDING TIME TO FILE CLASS 7B ANNUAL REPORT**

AND NOW, upon consideration of the *Motion for Approval of Stipulation Extending Time to File Class 7B Annual Report* (the "Motion"); the Court having reviewed the Motion and Stipulation, attached hereto as Exhibit A; and after due deliberation and sufficient cause appearing therefore,

IT IS HEREBY ORDERED THAT, the Motion is granted and the attached Stipulation is approved.

Dated: _____, 2015
Wilmington, Delaware

Honorable Kevin J. Carey
United States Bankruptcy Judge

¹The Reorganized Debtors comprise of W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc., or "Grace") and W. R. Grace & Co.-Conn. ("Grace-Conn.").

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STIPULATION EXTENDING TIME TO FILE CLASS 7B ANNUAL REPORT

Edward B. Cottingham, Jr., in his capacity as the Class 7B Trustee; W.R. Grace & Co., *et al.* ("W.R. Grace"); and the Honorable Alexander M. Sanders, Jr., the Futures Asbestos-Related Property Damage Claims Representative, by and through their respective undersigned counsel, hereby stipulate and agree as follows:

WHEREAS, pursuant to Section 2.2(c) of the WRG Asbestos Property Damage Settlement Trust Agreement, the Class 7B Trustee is obligated each year to file an annual report (the Class 7B Annual Report) with the Bankruptcy Court and provide a copy to W.R. Grace and the Futures Asbestos-Related Property Damage Claims Representative;

WHEREAS, for the fiscal year ending December 31, 2014, the deadline to file the Class 7B Annual Report is April 30, 2015;

WHEREAS, the Class 7B Trustee has retained a tax specialist to review an unresolved tax question relating to the gains and losses incurred by the Class 7B Trust, which review must be completed before the Annual Report is filed; and

WHEREAS, the Class 7B Trustee has requested, and W.R. Grace and the Futures Asbestos-Related Property Damage Claims Representative have consented, to a thirty day extension of the deadline to file the Class 7B Annual Report, until May 31, 2015.

¹ The Reorganized Debtors comprise of W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc., or "Grace") and W. R. Grace & Co.-Conn. ("Grace-Conn.").

THEREFORE, IT IS HEREBY STIPULATED AND AGREED that, subject to the Court's approval, the deadline for the Class 7B Trustee to file the Class 7B Annual Report, is hereby extended to and including May 31, 2015.

Date: April 29, 2015
Wilmington, Delaware

Pachulski Stang Ziehl & Jones LLP

/s/ James E. O'Neill

Laure Davis Jones (No. 2436)
James E. O'Neill (No. 4042)
919 North Market Street, 17th Floor
Wilmington, DE 19899-8705
Tel: (302) 652-4100

Kirkland & Ellis LLP

Adam Paul, Esq.
John Donley, Esq.
300 North LaSalle Street
Chicago, IL 60654
Tel: (312) 862-2000

The Law Offices of Roger Higgins, LLC

Roger J. Higgins, Esq.
1 North Bishop Street, Suite 14
Chicago, IL 60607
Tel: (312) 666-0431

Counsel for the Reorganized Debtors

SULLIVAN HAZELTINE ALLINSON LLC

/s/ William D. Sullivan

William D. Sullivan (No. 2820)
901 North Market Street, Suite 1300
Wilmington, DE 19801
Tel: (302) 428-8191

*Counsel to Edward B. Cottingham, Jr.,
ZAI (Class 7B) Trustee*

/s/ Alan B. Rich

Alan B. Rich, Esq.
1201 Elm Street, Suite 4244
Dallas, TX 75270
Tel: (214) 744-5100

*Counsel to the Future Asbestos PD Claim
Representative*